

**AGENDA**  
**CORPORATIONS COMMITTEE**

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**VIA VIDEO CONFERENCE**  
**SAN FRANCISCO/LOS ANGELES OF MANATT PHELPS & PHILLIPS LLP**

Friday, July 11, 2008  
9:30 a.m. to 12:30 p.m.

**I. ADMINISTRATIVE MATTERS [10 MIN.]**

1. Opening remarks and announcements: Delfino
2. Approval of Minutes - June meeting: Sostrin

**II. AGENCY AND LIAISONS' REPORTS [20 MIN.]**

1. Securities and Exchange Commission: Pollock
2. Department of Corporations: Monahan
3. Secretary of State: Vlaanderen
4. Office of Governmental Affairs: Bercovitch
5. BLS Committee liaison reports
  - ADR: Harmon
  - Cyberspace Law: Thompson
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Froch/Deming
  - Partnerships and LLCs: Flanagan
  - UCC: Ortmeyer
  - Agribusiness: Wood
  - Insolvency: Serepca
  - Executive Committee: Hazen

**III. SUBCOMMITTEE REPORTS [90 MIN.]**

1. Legislation: Britt
  - AB 2944 Amendment to Section 309: Britt/Wood/Hernand/Harmon/Delfino/Occhiolini
    - Derrick Britt Testified at 6/10/08 hearing in opposition to the bill. Bill passed out of Committee by 3 to 2 vote.

- SB 1550 Climate Change Disclosure Standards: Britt/Mathews/Ortmeyer/Hernand
    - Second statement of position in opposition submitted by OGA to the Assembly Business and Professions Committee and the Assembly Natural Resources Committee on 6/10/08.
  - Potential ALP re: Householding: Mathews/Britt
    - Revised ALP was approved at 4/4/08 Meeting. Submitted to Legislative Subcommittee of Ex Com on 4/8/08.
  - Corporation Regulation Clean-up Comment Letter: Britt
    - Submitted to Legislative Subcommittee of ExCom for approval on 6/8/08
  - SB 294 Subcommittee Report: Harmon/Occhiolini/Deibert/Hernand
  - Name Change Comment Letter: Britt/Sorensen/Hernand
    - Submitted to Department of Corporations on 6/5/08.
  - Potential ALP re: 301.5 and 25219 (“Name Change”): Hernand/Sorensen/Britt
    - Submitted to Legislative Subcommittee of ExCom on 4/29/08
  - SB 1409: Flanagan/Mathews
    - Unanimously approved by Senate and Assembly. Urgency clause adopted on 4/28/08. Bill before the Governor for signature and he must sign before July 20<sup>th</sup>
    - Corporations Committee sent letter to Governor requesting signature
  - Proposed Rulemaking for Over the Counter Regs: Delfino
  - Legislation Update: Britt
  - S. 2450 – ABA request for letter of support to House Judiciary Committee members.
    - Letter forwarded to legislators on 6/17/08
  - S. 2956 – Serepca/Ortmeyer/Flanagan/Britt
  - Comments to Code Section 20 for NPO Committee: Flanagan/Britt/Serepca
  - People V. Cole: Ortmeyer/Deibert/Britt
2. Communications/Website: Deibert
- Website Subcommittee: Deibert/Wood/Harmon/Ortmeyer/Occhiolini

- E-bulletin Topics: Deibert/Ortmeyer/Hernand
  - S. 186 Comment Letter on Attorney-Client Privilege: Wood
  - Business Entity Names: Thompson/Mathews
  - Changes to Rule 144: Deibert
  - Reg D Amendments: Deibert/Gadol
  - SB 1409
  - Other Ideas
- 3. Education/Publications: Dibble
  - Webinars
    - Comparison of Fiduciary Duties of For-Profit and Non-Profit Corporation Directors
    - Other Webinars
  - Annual Meeting Program Topic – Update on Corporate Law Developments: Dibble/Britt/Flanagan/Crandall
  - Other Program Topics
  - BLN Article (due 9/30/08)
- 4. Corporate Law Departments Report: Ortmeyer
- 5. Litigation: Ortmeyer

#### **IV. ONGOING PROJECTS [30 MIN.]**

1. Business Entity Name Issues: Thompson/Mathews
2. Privilege Issues
  - ABA Task Force on Attorney-Client Privilege: Froch
  - Proposed Change to FAS 5: Comments due August 8<sup>th</sup>
  - S. 3217
  - Progress on S.186 and Rule 502: Wood
  - Office of Rural Legal Assistance: Deibert

#### **V. NEW BUSINESS [30 MIN.]**

1. SEC New Form D Electronic Filing Rules